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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d)

OF THE SECURITIES AND EXCHANGE ACT OF 1934

For Quarter Ended January 31, 1992

Commission File Number ~~33-1647-NY~~

American Safety Closure Corp.
(Exact name of registrant as specified in its charter)

New York
(State of Incorporation)

11-2657739
(I.R.S. Employer I.D. No.)

1 Plant Road, Plattsburgh, New York 12901
(Address of Principal Executive Offices)

Registrant's Telephone Number: (518) 561-2030

Indicate by check mark whether the registrant (1) has all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES ✓ NO ____

Shares of Common Stock Outstanding as of January 31, 1992:

8,742,938

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AMERICAN SAFETY CLOSURE CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

ASSETS	JANUARY 31, 1992	APRIL 30, 1991
CURRENT ASSETS		
Cash and Cash Equivalents	$101,466	$228,463
Certificate of Deposit (Restricted)	0	273,241
Prepaid Expenses	144,705	133,568
Accounts Receivable (Net of Allowance for Doubtful Accounts of $ 7,492 and $ 36,810 Respectively)	1,016,838	1,008,016
Inventory	1,048,349	934,709
TOTAL CURRENT ASSETS	2,311,358	2,577,997
PROPERTY, PLANT AND EQUIPMENT, At Cost, Less Accumulated Depreciation of $ 1,525,322 and $ 1,237,366 Respectively	2,920,863	3,107,172
PATENTS At Cost, Less Accumulated Amortization of $ 210,194 and $ 188,804 Respectively	274,625	296,015
OTHER ASSETS Deposits	158,000	158,000
TOTAL ASSETS	$5,664,846	$6,139,184

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES		
Notes Payable	$1,201,102	$1,470,401
Accounts Payable and Accrued Expenses	978,347	1,013,379
TOTAL CURRENT LIABILITIES	2,179,449	2,483,780
LONG TERM DEBT	2,925,532	3,106,035
STOCKHOLDERS' EQUITY		
Common Stock - $.03 Par Value; 25,000,000 Shares Authorized and 8,742,938 Shares Issued and Outstanding	262,288	259,225
Additional Paid in Capital	6,389,671	6,341,684
Retained Earnings	(6,092,094)	(6,051,540)
TOTAL STOCKHOLDERS' EQUITY	559,865	549,369
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$5,664,846	$6,139,184

AMERICAN SAFETY CLOSURE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE NINE MONTHS ENDED
(UNAUDITED)

	JANUARY 31, 1992	1991
NET SALES	$5,554,230	$4,509,811
COST OF GOODS SOLD	3,981,319	3,373,189
GROSS PROFIT	$1,572,911	$1,136,622
GENERAL AND ADMINISTRATIVE EXPENSES		
Officer Salaries	$97,530	$93,196
Sale Salaries	60,480	212,134
Shipping Salaries	44,752	46,649
Office Salaries	161,965	134,472
Payroll Taxes and Fringes	68,193	147,025
Travel Expenses	104,119	211,491
Auto Expenses	23,813	47,310
Professional Fees	80,767	111,211
Rent	23,118	33,966
Telephone	38,937	62,532
Office Expenses	77,280	73,415
Insurance	18,485	99,899
Officer's Life Insurance	23,741	20,493
Dues and Subscriptions	1,255	3,055
Depreciation and Amortization	309,346	381,272
Bank Fees	10,059	7,244
Sundry	---	11,124
Salesmen's Commission	39,302	5,790
Printing	375	9,862
Advertising	22,301	89,346
Consulting Fees	154,990	127,864
Postage and Delivery	28,737	8,643
License Fees	16,650	---
Franchise Tax	2,505	---
Bad Debt	---	6,900
TOTAL GENERAL AND ADMINISTRATIVE EXPENSES	$1,408,700	$1,944,893
NET PROFIT (LOSS) FROM OPERATIONS	164,211	(808,271)
Interest Expense	279,438	347,362
Interest Income	(5,937)	(80,126)
Miscellaneous Income	(68,736)	(16,952)
	204,765	250,284
NET (LOSS)	($40,554)	($1,058,555)
(Loss) Per Share	(0.005)	(0.12)

AMERICAN SAFETY CLOSURE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED
(UNAUDITED)

	JANUARY 31, 1992	1991
NET SALES	$1,840,458	$1,389,244
COST OF GOODS SOLD	1,316,086	1,111,108
GROSS PROFIT	$524,372	$278,136
GENERAL AND ADMINISTRATIVE EXPENSES		
Officer Salaries	32,510	32,510
Sale Salaries	24,213	44,395
Shipping Salaries	14,479	15,309
Office Salaries	66,463	45,340
Payroll Taxes and Fringes	30,839	55,770
Travel Expenses	33,969	58,161
Auto Expenses	5,666	13,204
Professional Fees	29,968	43,884
Rent	3,059	10,182
Telephone	12,428	19,256
Office Expenses	19,666	21,936
Insurance	9,295	47,541
Officer's Life Insurance	5,726	5,161
Dues and Subscriptions	525	1,123
Depreciation and Amortization	103,115	126,337
Bank Fees	10,059	0
Sundry	(2,357)	(16,871)
Salesmen's Commission	16,191	0
Printing	0	241
Advertising	2,448	10,444
Consulting Fees	42,813	61,830
Postage and Delivery	28,737	8,643
License Fees	5,550	0
Franchise Tax	0	0
Bad Debt	0	6,900
TOTAL GENERAL AND ADMINISTRATIVE EXPENSES	495,362	611,296
NET PROFIT (LOSS) FROM OPERATIONS	29,010	(333,160)
Interest Expense	85,057	115,998
Interest Income	659	(16,315)
Miscellaneous Income	(6,621)	(37)
	79,095	99,646
NET (LOSS)	($50,085)	($432,806)
(Loss) Per Share	(0.006)	(0.05)

AMERICAN SAFETY CLOSURE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED

(UNAUDITED)

	January 31, 1992	January 31, 1991
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (Loss)	($40,554)	($1,058,555)
Adjustments to reconcile net income to Net Cash Provided by Operating Activities		
Depreciation and Amortization	309,346	381,272
Change in Assets and Liabilities:		
(Increase) Decrease in:		
Prepaid Expenses	(11,137)	5,502
Accounts Receivable	(8,822)	(97,508)
Inventory	(113,640)	(114,760)
Security Deposits	---	22,190
Certificate of Deposits	---	(15,323)
(Decrease) Increase in:		
Accounts Payable and Accrued Expenses	(35,032)	(204,227)
NET CASH USED IN OPERATING ACTIVITIES	100,161	(1,081,409)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of Equipment	(101,647)	(299,835)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment of Note Payable	(232,980)	(104,649)
Payment of Key Bank Floor Plan	(216,822)	---
Sale of Stock Warrents	51,050	---
	(398,752)	(104,649)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(400,238)	(1,485,893)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	501,704	2,024,878
CASH AND CASH EQUIVALENTS - NINE MONTHS ENDED JANUARY 31,	$101,466	$538,985

AMERICAN SAFETY CLOSURE CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 1992

(UNAUDITED)

Results of Operations

The company had sales for the period ended January 31, 1992 $5,554,230 as compared to $4,509,811 in 1991, an increase of $1,044,419 or 23%. The increase in sales was due in part to the acquisition of the Linkletter tooling to produce a line of Hinge-Gard tamper-evident caps.

For the period ended January 31, 1992, the Company had a loss of $40,554 as compared to a loss of $1,058,555 for January 31, 1991. This significant increase in profitability was achieved as a result of a 23% increase in sales revenues in conjunction with the reduction of G & A expenses of $536,193 or 27.5%.

The cost of sales for the period ended January 31, 1992 was $3,981,318 with a gross profit of 28% as compared to $3,373,189 with a gross profit of 25% in 1991.

Net profit from operations January 31, 1992 were $164,211 versus a loss of $808,271 January 31, 1991, an increase of $972,482.

Based on the company's experience, the depreciation has been changed to increase the useful life of the equipment from 7 years to 10 years. The effect on earnings for the current period is a decrease in depreciation expense by $73,114 and a .0084 increase in earnings per share.

Liquidity and Capital Resources

For the period ended January 31, 1992, the Company's working capital increased by $37,692 as compared to the year ended April 30, 1991 where working capital decreased by $1,554,333. This increase in working capital is a result of increase sales and decrease in expenses during the period in addition to a reduction of overall debt and acquisition of equipment.

In July 1990 the Company entered into a three year contract with Revlon which will result in the sale of approximately $700,000 per year of the Company's patented tamper-evident closures. Revlon has the option to renew the contract for an additional three years. Revlon has agreed to purchase capping equipment, for testing and production in the near future.

During February 1991, the Company entered into a licensing agreement with Linkletter Co. to use the tooling they developed on an exclusive basis for five years. This tooling consists of a plastic tamper-evidence cap used presently in the pharmaceutical and vitamin industries.

AMERICAN SAFETY CLOSURE CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 1992

(UNAUDITED)

The Company believes that its cash on hand from operating activities in addition to financing from commercial banks and state and local development agencies will be adequate to meet its operating requirements, debt service and capital expenditures in the ensuing year.

AMERICAN SAFETY CLOSURE CORP. AND SUBSIDIARIES

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN SAFETY CLOSURE CORP. AND SUBSIDIARIES

By: _____
Vincent Conti
President